



MARVEL
COMICS
GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

IND.

4
SEPT.



SPIDER-MAN!



NOW I'VE
GOT YOU!

HEY!
WHA--?



SURPRISED?



SEE WHY
I'M CALLED THE
SANDMAN?!!

HOW CAN SPIDER-MAN
DEFEAT A FOE WHO
CANNOT BE INJURED??
DON'T DARE MISS.....

"NOTHING CAN STOP...
THE SANDMAN!!"

Mike
marvel

Whether you're thin and scrawny, or seeping with the unsightly fat — my secret DYNAFLEX method will cram pep, vigor and red-blooded vitality into your puny, exhausted body. Once DYNAFLEX makes you a two-tisted dynamo of manly beauty, rippling with power, glowing with magnetic sex-appeal—you'll be bursting with get-up-and-go. Man, you'll be really **ALIVE**—tingling with zest and rip-roaring energy—for the first time in years!

"I never thought you could build terrific muscles without exercises or weights. Started DYNAFLEX two weeks ago, and am building a *urcat* physique."

"DYNAFLEX is the best yet. Only three weeks, and I have more dates than I can handle! I am telling all my pals about DYNAFLEX."

**CAN BUILD YOU A
MAGNIFICENT NEW HE-MAN-MUSCLED BODY
IN JUST TEN MINUTES A DAY—with absolutely
NO weights—NO bar-bells—NO EXERCISE AT ALL!**

Yes! If the girls LAUGH at you now when you take off your shirt—they'll be breaking down the doors to get dates with you—once they've seen the rugged DYNAFLEX BODY I can give you! I'll build you a tough strong massive body—shoulders clad with solid inches of he-man BRAWN. I'll give you bulging biceps, trip-hammer fists, power-packed legs, and a chest that will have you popping the buttons off your shirt with pride! (—says MIKE MARVEL,

"Builder of Champion Bodies")

In my classes this same course of instruction would cost \$110.00.

ARE YOU ASHAMED OF YOUR
BODY NOW?

Pal—do **YOURSELF** a favor! Take a good long look in a mirror. Do you see a puny, starved body—scrawny arms—bony shoulders—a flabby stomach and skinny legs? Do girls laugh and fellows grin when you take

BELIEVE IT OR NOT—I can add solid pounds of rippling, steely he-man MEAT to your build. I can take those skeleton arms and PUMP EVERY INCH of my colossal muscle MAN-MUSCLE. I can take that cavied-in chest and build on six rugged inches of strong sleek MAN-SIZED BRAWN. I can clothe your skinny frame with GIANT RIBBLING DYNAFLEX MUSCLES that will have the girls gasping. I have an admiration And with Hottin' exercise, no high-priced bar-bells or gym equipment!

Or is your problem a body sagging with soft rolls of unhealthy, unhandsome FAT? Puny muscles — sagging stomach — bloated face — arms heavy with layers of BLUBBER? Are you ASHAMED to go to the beach and let them see your "FAT-MAN

PHYSIQUE?
If so, wake up fellas! THIS IS IT! I will peel off that fat and give you a lean virile DYNAFLEX BODY, armored with a sheath of hard tough handsome muscle. I can build you into a healthy, streamlined HERCULES—bursting with dynamic manly strength. I'll give you a taut rock-hard midsection—legs muscled like coiled steel springs. I can pack solid DYNAMITE into your hips and give you a rugged handsome build brim-full of the magnetic Super-Body Appeal which

HOW DYNAELEY BUILDS

HOW DYNAPLEX BUILDS BEAUTIFUL BODIES

DYNAPLEX is the modern miracle of body-building. It takes no tiresome exercises, "crash" diets, protein foods, and no

weights or bar-bells. DYNAFLEX is the amazing discovery of a West German Doctor

whose research into the Science of Strength found a thrilling new way to build GIAN BRAWNY MUSCLES in ten minutes a day with DYNACLEX™ — "flex" each muscle

[illegible]

STRONG-MAN APPEAL

ATTRACTS GIRLS

Mike Marvel System, Dept. 281

**GIVE ME TEN MINUTES A DAY
—THAT'S ALL!**

AFTER DYNAFLEX, you'll be able to rest up your muscles and shake off your aches and pains the first time in your life, you'll be PROUD of your manly build. Yes, you'll say goodbyes to your weak, flabby frame—get ready for adventure and romance with a solid physique that glows and vibrates with virile he-man appeal. You'll be ready to take on the world with your MAGNIFICENT HE-MAN MUSCLES at the beach or gym. And, when the girls crowd around to admire your iron biceps and your bulging brawny chest—when they ask in amazement how you did it—tell them about the magic secret of DYNAFLEX!

**Your Pal,
MIKE MARVE
"Builder of Champion Bodies"**

**YOU PAY
ONLY
1.98
COMPLETE
NOTHING ELSE
TO BUY**

85 Market St., Newark, N.J.

**YOU PAY
ONLY
198
COMPLETE
NOTHING ELSE
TO BUY**

**'SECRETS OF
ATTRACTING
GIRLS'!**

FREE!

fellows! Mail the coupon now, and receive Mike Marvel's FREE GIFT to you, this exciting and informative book. Discover a secret method for developing a new, almost MAGNETIC way of attracting the girls. At parties, dances, at the beach—you will have the girls clustering around you breathlessly, while the guys watch anxiously. "What does HE have that WE don't?" they will say. The answer is in this exciting new book, your GIFT from Mike Marvel. Fill out and mail the coupon NOW!

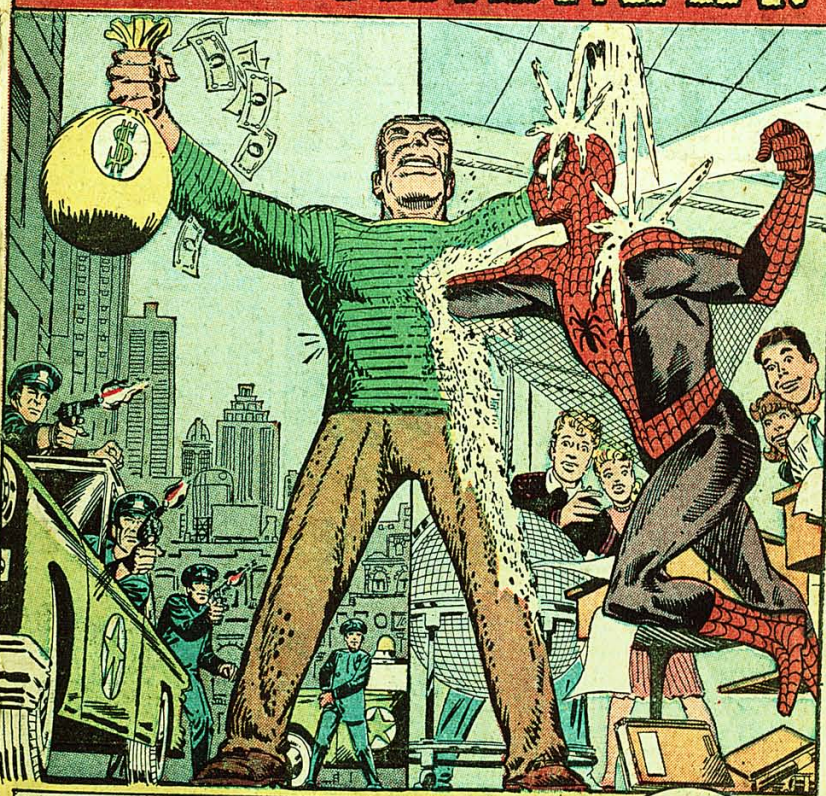
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**"NOTHING CAN STOP...
THE SANDMAN!"**



IN THE SPACE OF ONLY THE FIRST THREE ISSUES, YOU READERS HAVE MADE **SPIDER-MAN** ONE OF THE GREATEST, MOST PHENOMENAL SUCCESSSES IN THE HISTORY OF SUPER CHARACTERS! AND NOW, WITH THIS RECORD-BREAKING FOURTH ISSUE, **SPIDER-MAN** SOARS TO STILL GREATER HEIGHTS AS HE BATTLES THE MOST FANTASTIC FOE OF ALL / SO, SETTLE BACK FOR THE THRILL OF YOUR LIFE--THE FATEFUL MOMENT WHEN **SPIDER-MAN** MEETS--THE **SANDMAN!**

by
Stan Lee
+
STEVE
DITKO

KNOW WHAT NEW YORK'S BIGGEST TOURIST ATTRACTION IS? GRANT'S TOMB? EMPIRE STATE BUILDING? NOB! IT'S A COLORFUL CRIME-FIGHTER NAMED **SPIDER-MAN!**

LOOKS LIKE OL' J. JONAH IS STILL GUNNIN' FOR ME IN HIS PAPER! SOME GUYS JUST NEVER GIVE UP!



WELL, WELL! IF I EVER SAW THREE PUNKS CASIN' A JEWELRY STORE, I SEE IT NOW!



I WAS RIGHT! NO SOONER DOES THE PROPRIETOR LOCK UP FOR THE NIGHT AND HEAD FOR HOME, THEN THEY START SNEAKIN' UP TO THE PLACE!



AWRIGHT, WHAT'S GOIN' ON HERE?



EVEN A SUPER-HERO KNOWS WHEN IT'S TIME TO CUT OUT!



THIS'LL TEACH ME NOT TO GO CHARGING INTO THINGS UNTIL I KNOW WHAT THE SCORE IS!



HEY! WHAT'S GOIN' ON??



WELL, IT'S NOT DR. KILDARE!



IF YOU'RE THINKIN' OF PUTTIN' UP A FIGHT, BROTHER, LET ME WARN YOU...



GOTTA HAND IT TO YA, CHARLIE! YOU SURE OUT-SMARTED THAT CREEP!



MEANWHILE, UP ABOVE...



WELL, IT'S TIME I PAID J. JONAH A LITTLE VISIT... AS **SPIDER-MAN!**



THERE'S NO LAW AGAINST THREE HONEST CITIZENS WALKIN' IN THE STREET AT NIGHT, THEN YOU COME SWOPPIN' DOWN ON US, SCARIN' US OUTTA OUR WITS! YOU'RE A MENACE... JUST LIKE J. JONAH JAMESON SAYS!



DON'T YOU FEEL LIKE A JERK, PARADIN' AROUND IN PUBLIC IN THAT GET-UP??



THIS IS BATTY! THEM CALLING FOR HELP AGAINST ME!



HECK! IT'S EMPTY! HE'S NOT IN!



MINUTES LATER...



THAT FELLA CLIMBING FRANTICALLY TO THE ROOF MUST BE THE ONE THEY'RE LOOKING FOR! IT'LL BE DUCK SOUP FOR ME TO GET 'IM!





FIRST, I'LL SHINE MY SPIDER-MAN BEACON IN FRONT OF HIM, TO LET 'IM KNOW WHAT HE'S UP AGAINST!



AND THEN, I'LL JUST... HOLY HANNAH! WHO ARE YOU?!!

I DIDN'T EXPECT A WELCOMING COMMITTEE, BUT, SINCE YOU ASKED...



I CALL MYSELF... THE SANDMAN! NOW THEN, ANY OTHER DUMB QUESTIONS?

THE SANDMAN! I HEARD OF YOU... BUT I THOUGHT THE REPORTS WERE JUST A GAG!



AND HOW'S THIS?? NO HANDS!!

HE CAN CHANGE HIS BODY AS EASILY AS MISTER FANTASTIC... ONLY SANDMAN ISN'T ON OUR SIDE!

*MR. FANTASTIC: FAMOUS LEADER OF THE FABULOUS FANTASTIC FOUR!



DON'T GO 'WAY, CHUM! THE PARTY'S ONLY STARTIN'!

HE'S JUST TOYING WITH ME! I'VE GOT TO USE MY WEB ON HIM!



BUT THEN... OH, NO!! I TORE MY FACE MASK!

CAN'T LET ANYONE SEE ME LIKE THIS! IT'LL BE THE END OF MY SECRET IDENTITY!



IF WHAT THEY SAY ABOUT YOU IS TRUE, YOU'RE WANTED BY THE POLICE FROM MAINE TO MEXICO!

VERY INTERESTIN'! NOW GET LOST! I GOT ME A COUPLE OF BANKS TO ROB AND I DON'T WANNA WORK OVERTIME!



HOLD IT, GRUESOME! NOBODY GIVES SPIDER-MAN THE BUM'S RUSH!

YOU'RE GONNA GET WORSE THAN THAT IF YOU DON'T LEGGO!



THINK I'M KIDDIN', HUH? OKAY, LET'S SEE YOU HOLD ONTO ME NOW!!

HE... HE'S SLIPPING THROUGH MY FINGERS... JUST LIKE SOFT SAND!



EVEN IF I COULD, I DON'T DARE TO CAPTURE HIM NOW!

SO YOU GOT ME? SO WHAT? SOON AS THE POLICE GRAB ME, I'LL LET 'EM ALL KNOW WHO YOU REALLY ARE!

ONCE MY SECRET IS OUT, J. JONAH JAMESON WILL NEVER STOP HOUNDING ME!

TO THINK THAT A PUBLIC MENACE LIVED RIGHT IN OUR MIDST, HIDING BENEATH A MASK OF RESPECTABILITY! HE MUST BE EXPELLED FROM SCHOOL...DRIVEN FROM TOWN!!

LOCK HIM UP FOR LIFE! I DON'T WANT DEB-TEEN-AGERS TO ASSOCIATE WITH HIM!

HE'S JUST AN OVER-GROWN DELINQUENT!



AND AUNT MAY...IF I'M DRIVEN FROM TOWN, WHAT WILL HAPPEN TO HER?

DON'T WORRY ABOUT ME, PETER DARLING! I'M JUST AN OLD LADY...IT'S YOU WHO MATTER!



I DON'T KNOW HOW YOU MANAGED TO DO THAT, BUT... THAT?? THAT'S KID STUFF! YOU AIN'T SEEN NOTHIN' YET!



NOW DO YOU SEE WHY THEY CALL ME SAND-MAN?

IT'S UNBELIEVABLE! YOUR BODY ISN'T FLESH AND BLOOD...MY FIST GOES RIGHT THROUGH YOU... WITHOUT HURTING YOU!



BUT I CAN HURT YOU, PAL! ALL I DO IS HARDEN ANY PART OF ME THAT I WANT TO...LIKE THIS!

UGH! YOUR JAW IS IRON!



COME BACK HERE, YA BLAMED COWARD! THE AMAZING SPIDER-MAN! BAH!

I'VE GOT TO GET AWAY! CAN'T TAKE A CHANCE ON HIM RECOGNIZING ME! THE RISKS ARE TOO GREAT!



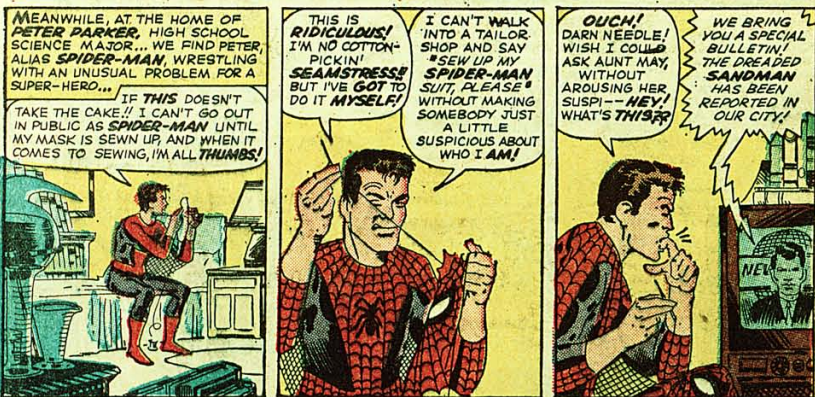
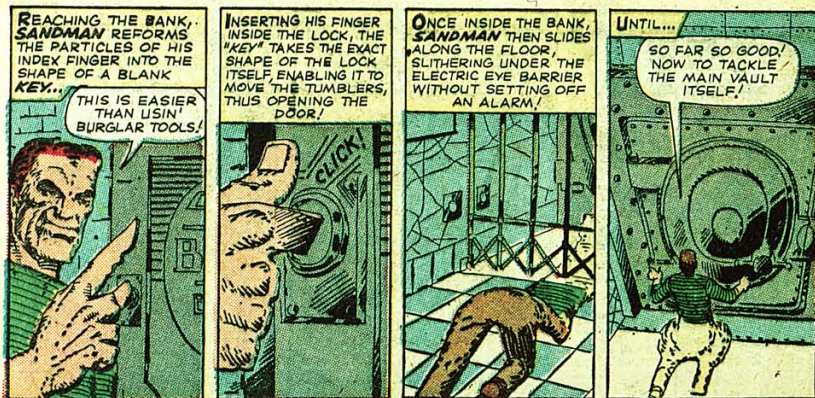
HE'S GONE! NOW I'LL JUST GET BACK TO BUSINESS!

IT'S EASY FOR A GUY TO JUMP OFF THE ROOF OF A BUILDING... IF HE CAN TURN INTO SMALL, WEIGHTLESS SAND PARTICLES!



THEN, AFTER I LAND ON THE SIDEWALK, ALL I HAFTA DO IS RE-FORM THE PARTICLES AGAIN...

AND NOW FOR THAT DATE WITH A BANK!



CONTINUED AFTER NEXT PAGE

FREE LINCOLN PENNY ALBUM

(WE PAY UP TO \$150 WHEN IT'S FILLED)

ANY ITEM IN THIS GROUP (A)
(all different dates)

A-2 Ind. cents (pre-1909)	\$1
B-3 nickels (pre-1913)	\$1
C-1 quarter (pre-1916)	\$1
D-2 dimes (pre-1916)	\$1
E-4 nickels (pre-1938)	\$1
F-currency from 10 countries	\$1
ALL ITEMS	\$5

4 INDIAN CENTS IN ALBUM

Getting scarcer each year! 4 different scarce Indian cents in special album.

ANY ITEM IN THIS GROUP (C)

N-1 nickel (pre-1873)	\$3
O-1 quarter (pre-1892)	\$3
P-commem. half-dollar	\$3
R-1 cent (pre-1833)	\$3
S-8 cents (pre-1909)	\$3
T-3 quarters (pre-1916)	\$3
ALL ITEMS	\$15

TURN-OF-CENTURY TYPE SET

Indian cent, V-Nickel, Barber Dime, Quarter, Half enclosed in acetate covered holder. \$4.50

U.S. COIN CATALOG SHOWS PRICES WE PAY!

Send \$1 for our illustrated catalog that shows prices WE PAY for all U.S. coins

ANY ITEM IN THIS GROUP (B)

G-1 cent (pre-1857)	\$2
H-1 3c piece	\$2
J-1 2c piece	\$2
K-4 dimes (pre-1916)	\$2
L-2 quarters (pre-1916)	\$2
M-1 dime (pre-1891)	\$2
ALL ITEMS	\$10

Fill this Lincoln penny album properly and return it to us to receive \$150! ALL CENTS ARE AVAILABLE! Album FREE with any purchase! Send your order today!

EXTRA! 32 page catalog sent with every order

CENTRE COIN COMPANY

Box 5490 Dept. CO, Sherman Oaks, Calif.

☐ Number _____ from Group ☐ Coin Catalog (\$1)

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ADDRESS _____

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Kids, now you can cut your own records at home. Sing, tell jokes, record secret conversations, speeches, take off your favorite shows and music, and it's all ready to play back instantly. Put your voice on records, or a pair, or Mom & Dad's and then play it back at home, parties, gatherings, or wherever your family and friends gather.

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Don't delay! Order now! Use this exciting recorder for parties, gatherings, recording sessions and just plain fun for 10 full days. Test it in your own home, and if you're not 100% delighted, simply return for prompt refund of the full purchase price. Only \$6.98 plus 45¢ shipping charges.

MONEY BACK GUARANTEE

Honor House Products Corp. Dept. RI-99
Lynbrook, New York

Rush my Voice Recorder at once. If I am not 100% delighted after 10 day free trial, I may return the merchandise for prompt refund of full purchase price.

☐ I enclose \$6.98 plus 45¢ shipping charges.

☐ Send C.O.D. I will pay postman on delivery plus shipping charges.

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Address _____

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- Sing, Tell Jokes, Record

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IT'S ELECTRONIC

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"REALIZING IT WAS THE ONLY PLACE WHERE HE COULD HAVE A MEASURE OF SAFETY, HE REMAINED ON THE LONELY, FORBIDDEN-AREA BEACH, UNTIL THE FATEFUL DAY THAT A NUCLEAR TEST EXPLOSION CAUGHT HIM UNAWARES!"



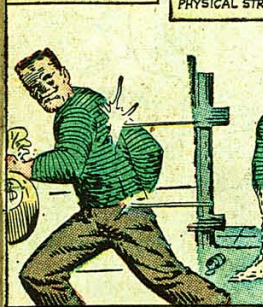
"BY SOME INCREDIBLE ACCIDENT, THE MOLECULES OF HIS BODY MERGED AT THAT RADIO-ACTIVE INSTANT WITH THE MOLECULES OF THE SAND UNDER HIS FEET, AND HIS BODY TOOK ON THE QUALITIES OF THE SAND ITSELF-- BECOMING VIRTUALLY INDESTRUCTIBLE!"



"...AND SO, WE URGE EVERY LISTENER TO STAY INDOORS AND--"



"MEANWHILE, THE SANDMAN RACES THRU THE CITY, WITH THE PURSUING POLICE RIGHT AT HIS HEELS..."



"SUDDENLY TURNING A CORNER, HE DROPS HIS STOLEN MONEY-BAG AS HE WILLS HIS RADIATION-AFFECTED BODY TO CHANGE ITS PHYSICAL STRUCTURE..."



"THE NEXT MORNING..."



"JUST TIME TO THROW MY ROBE ON! HOPE NONE OF IT IS SHOWING..."



"PETER, DEAR, YOU'VE BEEN STUDYING SO HARD! I BROUGHT YOU SOME COOKIES AND MILK!"

"WHY ARE YOU CLUTCHING YOUR ROBE SO TIGHTLY? YOU LOOK SO AGITATED! YOU MUST HAVE A FEVER, DEAR!"



"THAT'S MY BEST EXCUSE! I-I THINK MAYBE I AM A LITTLE ILL, AUNT MAY!"

"NOW YOU JUST GET RIGHT INTO BED, PETER! I'LL BRING UP SOME ASPIRINS AND A THERMOMETER FOR YOU!"



"GOSH, YOU DON'T HAVE TO BOTHER WITH THAT, AUNT MAY! I'M SURE I'LL BE BACK IN A LITTLE WHILE!"

"AS SOON AS HIS DOTTING AUNT LEAVES THE ROOM..."



"BREAKFAST IS READY, PETER! BE SURE YOU EAT EVERY DROP! I'VE GOT TO LEAVE A LITTLE EARLY TODAY!"



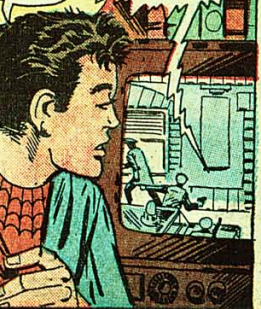
"THANKS, AUNT MAY! I--EH, I'LL BE A LITTLE LATE COMING HOME TODAY! I'M GOING TO STOP OFF AND SEE MISTER JAMESON ABOUT SOMETHING!"

"HE'S THAT NICE GENTLEMAN WHO PUBLISHES THE DAILY BUGLE, AND NOW MAGAZINE, ISN'T HE?"



"AW, AUNT MAY-- I WISH YOU WOULDN'T BABY ME SO! I'M PRETTY HUSKY, YOU KNOW!"

"SHE'S GONE! NOW FOR THE NEWS AGAIN..."



"LADIES AND GENTLEMEN, THIS IS ONE OF TV'S MOST DRAMATIC MOMENTS! OUR ON-THE-SPOT CAMERAMAN IS ACTUALLY PHOTOGRAPHING SANDMAN AS HE CALMLY WALKS OUT OF THE BANK! THE POLICE BULLETS DON'T SEEM TO AFFECT HIM!"



"MINUTES LATER..."



"YOU'LL BE JUST FINE AFTER A GOOD NIGHT'S SLEEP, DEAR! YOU'VE JUST BEEN STUDYING TOO HARD!"

"NOW, NOW, PETER, WE CAN'T BE TOO CAREFUL! CAN WE HERE, TAKE YOUR UMBRELLA! IT MAY RAIN TODAY!"



"A FEW MINUTES LATER, AT THE PUBLISHING OFFICE OF J. JONAN JAMESON..."



"FIRST SPIDER-MAN PLAGUES THIS CITY, AND NOW SANDMAN! I WONDER IF THERE COULD BE ANY CONNECTION BETWEEN THE TWO! WHAT A SCOOP IT WOULD BE IF I PROVED THERE IS!"



SITTING AT HIS DESK CHAIR, JONAH JAMESON ANGRILY FINDS THE LITTLE MEMENTO WHICH SPIDER-MAN HAD MISCHIEVOUSLY LEFT THE DAY BEFORE...

WHAT IN THE DDD-BLAMED DING-BUSTED SAM HILL'S ON MY CHAIR??!!

I-I HAVEN'T ANY IDEA, SIR!



I'M STUCK IN THIS BLASTED CHAIR! CAN'T GET OUT!

THERE'S A PIECE OF ADHESIVE WEBBING ON THE SEAT!



OH, THERE'S JJ'S YOUNG PHOTO-GRAPHER, PETER PARKER!

WOULD YOU BRING THESE TROUSERS IN TO MR. JAMESON, PETER? HE'S IN SUCH A BAD MOOD, I HATE TO FACE HIM!

SURE, MISS BRANT!

JJ MUST HAVE FOUND THE LITTLE "MEMENTO" I LEFT FOR HIM YESTERDAY! I CLEAN FORGOT ABOUT IT!



HELLO, PETER! WHAT TIME WILL YOU PICK ME UP TONIGHT?

SUFFERIN' CATS! I FORGOT ALL ABOUT MY DATE WITH LIZ TONIGHT! I'VE GOT TO GO OUT WITH A REAL MAN--



GEE, DON'T BE ANGRY, LIZ! YOU SEE--I-I HAVE TO STUDY FOR TOMORROW'S EXAM, AND...

PETER PARKER! YOU'RE THE TOP STUDENT IN THE CLASS! IF YOU CAN'T SPARE ONE EVENING FOR A DATE, THEN I'M SORRY FOR YOU! GOODBYE!



SOMETIMES I THINK I OUGHTTA HAVE MY HEAD EXAMINED FOR STICKIN' TO THIS SPIDER-MAN BIT! I'M BEGINNIN' TO THINK A SECRET IDENTITY IS FOR THE BIRDS! I WONDER IF MY SPIDER POWER IS AFFECTING MY BRAIN, ALSO, NOTHING I DO SEEMS TO TURN OUT RIGHT!

PARKER! STOP DAY-DREAMING IN CLASS!



OH, IT'S YOU, EH? DID YOU BRING ME ANY NEW PICTURES?

NO, MR. JAMESON! I--EH, I'VE BEEN SORT OF BUSY WITH MY STUDIES, BUT HERE'S A PAIR OF PANTS FOR YOU!



LISTEN, PARKER, I WANT PICTURES OF SPIDER-MAN! YOU'VE MANAGED TO BRING IN GREAT STUFF IN THE PAST, BUT IF YOU CAN'T DELIVER NOW, I'LL GET SOMEONE WHO CAN! DO YOU READ ME?

SAY, WHAT DID YOU COME UP HERE FOR, ANYWAY?



AN ADVANCE?? ARE YOU KIDDING?? WHAT DO YOU DO WITH MONEY, EAT IT?? LOOK--THIS IS A BUSINESS! NOT A CHARITY! WHEN YOU BRING ME EXCLUSIVE PICTURES, I PAY FOR 'EM... BUT NOT BEFORE!



MEANWHILE, NOT TOO FAR AWAY, SANDMAN IS HAVING HIS SHARE OF TROUBLE, ALSO, AS HE REALIZES THAT EVADING THE POLICE ISN'T EASY--NOT EVEN FOR A SUPER-CRIMINAL!

I TURNED MY LEGS INTO SAND JUST IN TIME! THESE BLASTED COPS ARE ALL OVER THE PLACE!



THEY MAY BE HAVIN' A TOUGH JOB HOLDIN' ME, BUT THEY SURE ARE WEARIN' ME DOWN! I'VE GOT TO FIND A PLACE WHERE I CAN HOLE UP AND REST FOR A WHILE!



HMMM, THAT HIGH SCHOOL OVER THERE LOOKS LIKE A GOOD SPOT! NOBODY'D EVER THINK TO LOOK FOR ME IN THERE!



YOU TEEN-AGERS ARE ALL ALIKE--YOU THINK THE WORLD OWES YOU A LIVING! NOW GO OUT AND GET ME SOME SHOTS OF SPIDER-MAN, AND DON'T COME BACK TILL YOU DO!

I NEEDED THE DOUGH FOR NEW EXPERIMENTS WITH MY WEBBING--BUT I CAN'T TELL HIM THAT! OH, WELL, I TRIED!



ONCE I GET THOSE PIX OF SPIDER-MAN, I'LL RUN THEM NEXT TO SOME PIX OF SANDMAN, WITH A CAPTION READING: ARE THEY THE SAME MAN? WHAT A FEATURE THAT WILL MAKE!

BETTER GET TO SCHOOL BEFORE I MISS THE LAST BELL!



AND SO... WELL, THE POOR GUY HAS ASKED ME SO MANY TIMES, I JUST DIDN'T HAVE THE HEART TO REFUSE HIM AGAIN, FLASH!

I'LL HAVE TO FIND SOME WAY TO PICK UP THE TRAIL OF SANDMAN AFTER SCHOOL TONIGHT!



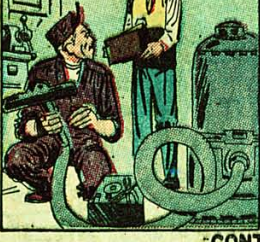
EVERYONE'S IN CLASS, EXCEPT FOR THAT LONE KID! NOW I'VE GOT TO FIND AN EMPTY CLASSROOM!

THAT'S WHAT I GET FOR NOT PAYING ATTENTION IN CLASS! I GOT STUCK WITH THE JOB OF TRYING THESE OLD BOTTLES FROM THE LAB TO THE BOILER ROOM, A REAL GLAMOR BOY, THAT'S ME!



LEAVE 'EM THERE, SONNY! I'LL GET RID OF 'EM AS SOON AS I ADJUST THIS NEW KING-SIZE VACUUM CLEANER!

HE DOESN'T KNOW HOW LUCKY HE IS! EXCEPT KEEPING THIS SCHOOL CLEAN! NO NUTTY VILLAINS TO CHASE, LIKE I HAVE!



AND, ON THE FLOOR ABOVE... SOMEONE'S COMIN'! I'D BETTER DUCK INTO THIS ROOM HERE!





PLUS... **THE GREATEST SUPER-HEROES IN COMICS!**



72 BIG PAGES

MARVEL COMICS GROUP USHERS IN THE MARVEL AGE OF COMICS!



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Littleton, New Hampshire

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Address.....

City..... Zone..... State.....



Also **FREE** \$100,000 CONFEDERATE BILL

This 10¢-off-ten actual replica is yours for promptness while the supply lasts.

INSTANT LIVE SEA ANIMALS

just add water... you've got INSTANT LIFE

ONLY \$100



SEE THEM CHANGE COLOR

Mail this coupon and we'll send you 3 colors of sea-monkeys—white, pink and red. These are their natural colors. Yet, with a drop of vegetable food dye in their water, you can change the color of these little sea monkeys as often as you wish. Make them green, blue, purple, yellow or any other hue or shade without harming them. This dye will enable you to see their internal organs and how their life processes function.

MONEY BACK GUARANTEE

BARGAIN CO. (Dept. MCR), 101 East 32nd St., New York. Rush me my “magic” eggs for hatching my live sea animals at once. I understand if I am not 100% delighted, I may return it for prompt refund of my purchase price.

☐ I enclose \$1.00 plus 25¢ shipping charge for one order.
☐ SAVE 50¢. I enclose \$2.00. Send double order for hatching two live sea creatures.

Name.....

Address.....

City..... Zone..... State.....

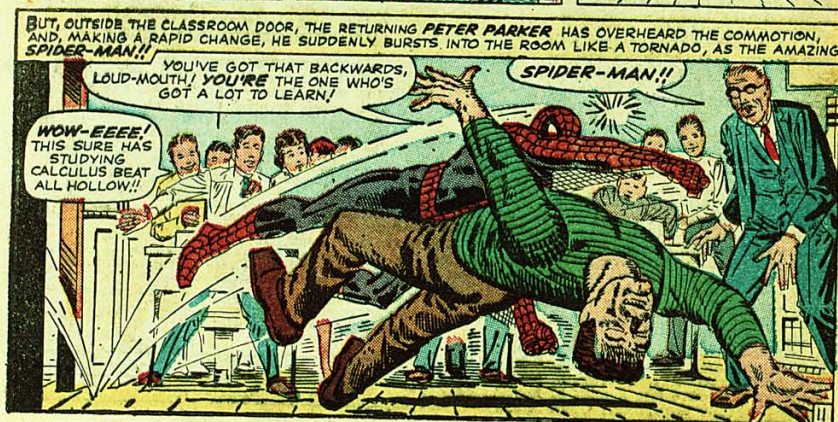
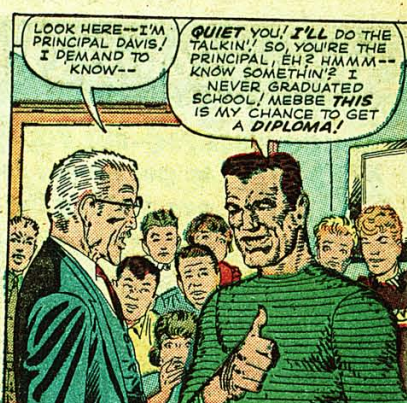
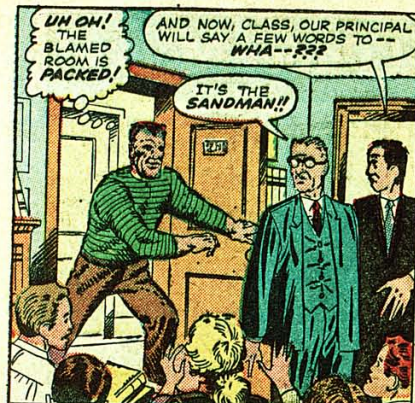
It's true. Now, right before your eyes—in just 24-72 hours—a happy troupe of hundreds of playful tumbling sea-monkeys (exotic Saskatchewan Brine Shrimp) that are more fun than a sea full of seals. Amaze both children and adults as you watch the comic antics of these fantastic underwater sea clowns. Day and night you'll see them chase each other in a playful game of hide and seek. The loser gets caught by the tail and is spun in a dizzy circle. See the “showoffs” turn somersaults under water... see the ticklish ones scratch each others' backs. Watch them cavort singly or glide gracefully in formation creating your own underwater circus.

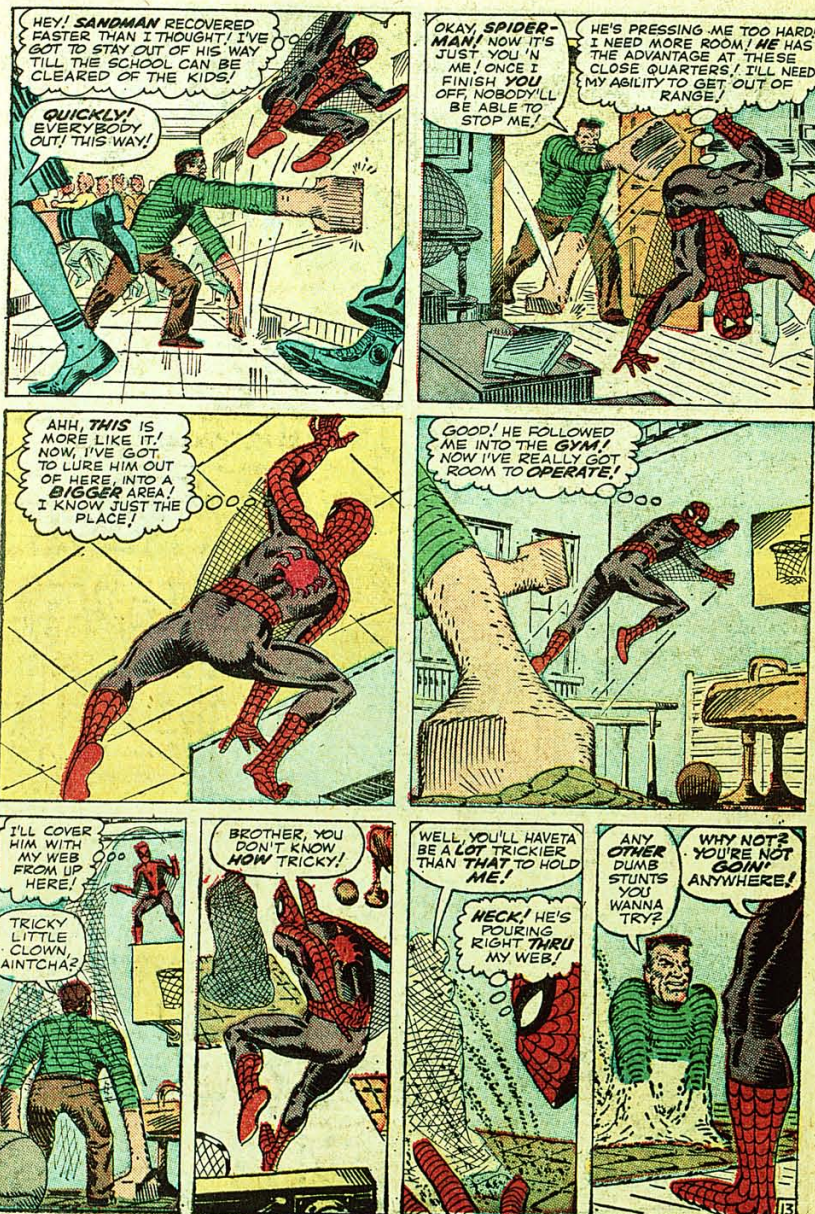
MIRACLE OF LIFE

Right before your eyes these genuine live sea animals burst forth from “magic” powder eggs which will remain alive as long as eight years. You can raise an entire troupe in an ordinary glass jar using just tap water. It's so easy... just empty the package into a jar or fish bowl, add water and you have created “instant life.” You can have a whole sea brood to give as gifts or sell if you wish.

SEE THEM OBEY YOUR SILENT COMMANDS

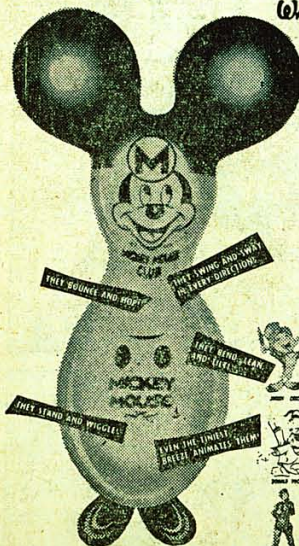
Darken the room and watch them follow a flashlight or candle beam forwards, backwards, sideways or around like a pack of happy kids playing follow the leader. Order now.





CONTINUED AFTER NEXT PAGE

America's most lovable characters from...
WALT DISNEY'S WONDERFUL WORLD



10 KING-SIZE LATEX TOYS
FOR \$1.00
PLUS 25c POST
they stand from 15" to ALMOST 3 FEET TALL

Here's good clean fun for every youngster! Thrilling Walt Disney characters will keep every youngster busy for hours. Toss these toys in the air, they always land on their feet, swinging and swaying in every direction. From 12" to almost 3' tall, one-piece quality latex, inflatable, assorted bright colors. Guaranteed to delight! Terrific gift for every child

**MAIL THIS—
HANDY COUPON NOW!**

MOTHER HUBBARD, DEPT. M-332
176 FEDERAL ST., BOSTON 10, MASS.
Your Walt Disney inflatable characters are just what I want for my youngsters. Enclosed is \$
in check ☐ cash ☐ money order ☐ for
sets, each at \$1.00 plus 25c postage and handling.
No COD's please.

NAME _____
ADDRESS _____
CITY _____ ZONE _____ STATE _____
BE SURE TO INCLUDE POSTAL HANDLING CHARGES PER SET

©WALT DISNEY PRODUCTIONS 1963.

REWARD
\$11,750.00

FOR THIS COIN!
\$5,000,000.00 Search For
Rare Coins, OLD & NEW!



Illustrated: 1804 silver dollar — 19,000 minted, only 12 accounted for—where are the rest?

**FOR CERTAIN COINS
WE PAY UP TO
CERTAIN:**

Gold Coins Before 1929...	\$35,000.00
Nickels Before 1945.....	16,000.00
Silver Dollars Before 1938.	11,750.00
Half Dollars Before 1947...	5,550.00
Pennies Before 1919.....	4,800.00
Dimes Before 1946.....	4,750.00
Quarters Before 1941.....	4,500.00
Half Cents Before 1910.....	3,500.00
Lincoln Pennies Before 1940	250.00

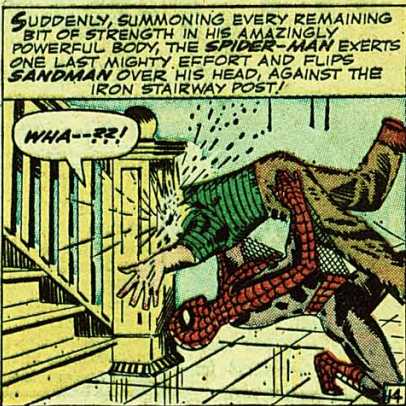
MAIL FREE TRIAL COUPON NOW!

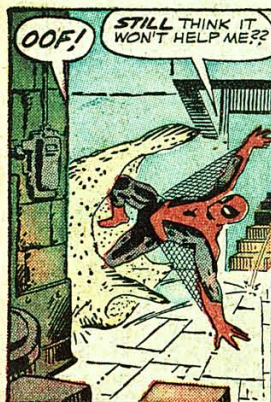
**Best Values Co., Dept. A-463
285 Market St., Newark, N. J.**

Rush your latest 1963 catalogue listing the actual price range you will pay for United States Coins listed in the catalogue. I enclose \$1. Send Pstg. Prepaid.

NAME _____
ADDRESS _____
CITY _____ STATE _____

YOUR MONEY WILL BE REFUNDED IN FULL
IF YOU ARE NOT SATISFIED WITH THIS CATALOG





OOF!
STILL THINK IT WON'T HELP ME??



OKAY, YOU HAD YOUR FUN! NOW I'M THRU FOOLIN' AROUND!

THAT SO? I'M JUST GETTIN' STARTED!



THIS ELECTRIC DRILL WILL BORE THRU ANY-THING! SO YOU'D BETTER KEEP YOUR DISTANCE, SANDMAN!



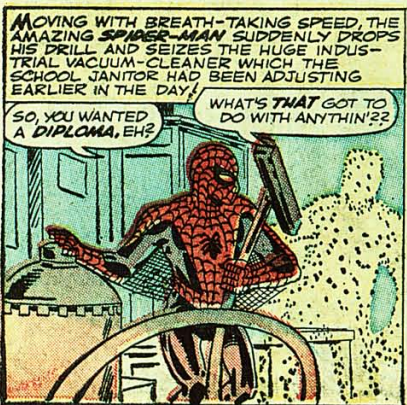
DON'T YOU EVER LEARN? ALL I GOTTA DO IS MAKE MY BODY LIKE SAND AGAIN! THAT DUMB THING CAN'T HURT ME!

SO FAR, SO GOOD! HE DOESN'T SUSPECT THAT THAT'S JUST WHAT I WANT HIM TO DO!



STILL NOT CONVINCED, HUH? OKAY, GO AHEAD--WASTE YOUR TIME! HOW'D A NUT LIKE YOU EVER GET TO BE A SUPER-HERO, ANYHOW??

JUST STICK AROUND, BIG MAN; YOU'LL FIND OUT BEFORE YOU KNOW IT!



MOVING WITH BREATH-TAKING SPEED, THE AMAZING SPIDER-MAN SUDDENLY DROPS HIS DRILL AND SEIZES THE HUGE INDUSTRIAL VACUUM--CLEANER WHICH THE SCHOOL JANITOR HAD BEEN ADJUSTING EARLIER IN THE DAY!

SO, YOU WANTED A DIPLOMA, EH?

WHAT'S THAT GOT TO DO WITH ANYTHIN'??



JUST THIS! HERE'S THE FIRST PART OF YOUR EDUCATION--COURTESY OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!

OHhhh...



WHEN I GOT HIM AT LAST, THAT HEAVY CANVAS BAG WILL HOLD HIM FOR SURE!
TOO BAD! I COULD HAVE GOTTEN SOME PICTURES OF OUR FIGHT! OL' JAMSON WOULD PAY A FORTUNE FOR 'EM, SAY! WHY NOT??



MAYBE WITH A LITTLE INGENUITY I CAN STILL FURNISH THE PIX TO JJ! I'LL JUST TAKE MY CAMERA OUT OF MY BELT...



THERE! I'VE GOT THE TIMER SET TO 'AUTO-MATIC' NOW; THIS BUCKET OF SAND WILL COME IN REAL HANDY!



I'LL JUST TOSS A MESS OF SAND INTO THE AIR, LIKE THIS!



AND THEN I'LL DIVE THRU IT, AS THOUGH I'M ATTACKING SANDMAN WHILE HE'S IN HIS SAND-GRAIN FORM!



SINCE THIS REALLY HAPPENED A FEW MINUTES AGO, IT CAN'T BE UNETHICAL! IT'S LIKE SHOOTING A RE-TAKE OF A MOVIE! I HOPE THE CAMERA IS FOCUSED JUST RIGHT--THESE SHOULD BE GOOD SHOTS!



MEANWHILE, THE POLICE HAVE THROWN A HEAVILY-ARMED CORDON AROUND THE SCHOOL, AND...

ALL UNITS ARE IN POSITION, CAPTAIN!

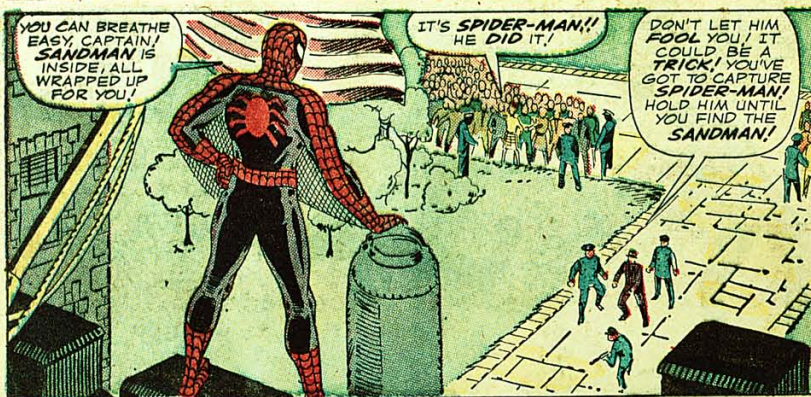
GOOD! REMEMBER, WE DON'T WANT TO TAKE ANY UNNECESSARY CHANCES!

LET ME THRU! I'M J. JONAH JAMSON! LET ME THRU!



WHAT ARE YOU WAITING FOR, CAPTAIN? WHY DON'T YOU CHARGE IN THERE AND OVERPOWER THE SANDMAN??

LOOK, MISTER--I DON'T TELL YOU HOW TO PUBLISH NEWSPAPERS! I'VE GOT TO BE SURE THAT ALL THE STUDENTS ARE OUT OF THERE BEFORE THE SHOOTING STARTS!



CONTINUED AFTER NEXT PAGE.

GROG GROWS OWN TAIL



PLANT TAIL OUTSIDE AND IT GROWS LIKE MAD INTO A BEAUTIFUL SHADE TREE! Grog, amazing prehistoric monster, comes with half-a-tail. In a few days the tail starts growing. It grows, grows, g-r-o-w-s. Remove the tail from Grog's body and plant it outside and it springs quickly into a flowering, fragrant shade tree. Then Grog grows another tail. Remove the tail again and he grows another, and another... endlessly. Only \$1 plus 25c postage. Satisfaction or money back.

WESTERN WORLD PRODUCTS, Dept. 3
2611 Tilden Ave., Los Angeles 64, Calif.
I am enclosing cash, check or money order for \$1 plus 25c postage for which please send me my grog. I understand if I am not satisfied my money will be returned.

(PLEASE PRINT PLAINLY)

Name _____
Address _____
City _____ Zone _____ State _____

MONEY BACK GUARANTEE

Please include 25c postage and handling.

BOYS
12 or older

MAKE \$1 to \$5 WEEKLY IN YOUR SPARE TIME

5¢
PROFIT
on every
GRIT
you
sell.



Win FREE PRIZES, Like These, Too



Sell GRIT

"America's Greatest Family Newspaper"
Enjoyed by 900,000 Families Every Week

Over 30,000 boys, 12 or older, sell GRIT every week. In a few hours of their spare time—make lots of spending money—win prizes—get valuable business training.

GRIT WILL HELP YOU GET STARTED in a profitable business of your own. We will send you papers and easy-to-understand selling instructions.

You pay only for the papers you sell until you know how many to order. GRIT sells for 15c a copy. You keep 5c and send GRIT 10c for each paper you sell.

GRIT PUBLISHING CO., Williamsport, Pa. MC 83

Send my first bundle of papers, selling help and prize offers.

Name _____

Are You a Boy? _____ Age _____ Date Born _____ Year _____

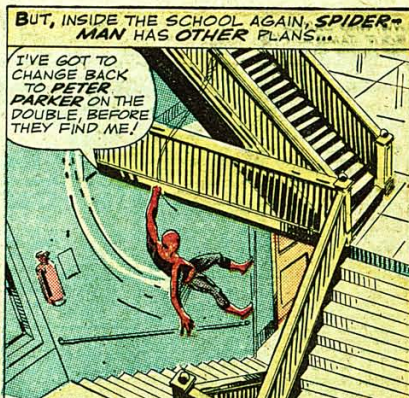
In Care of _____

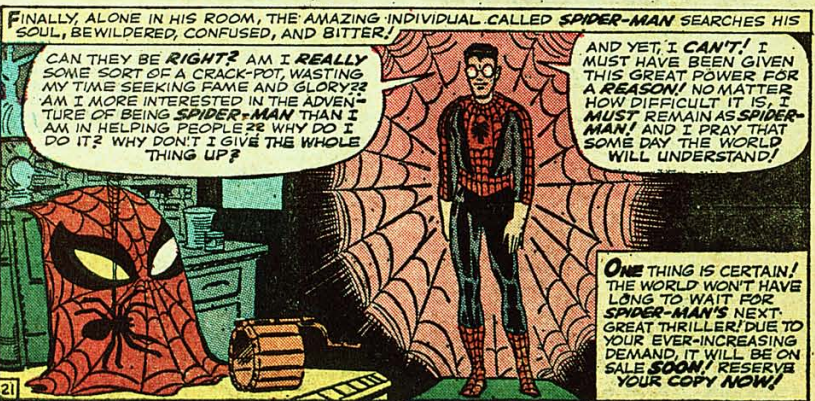
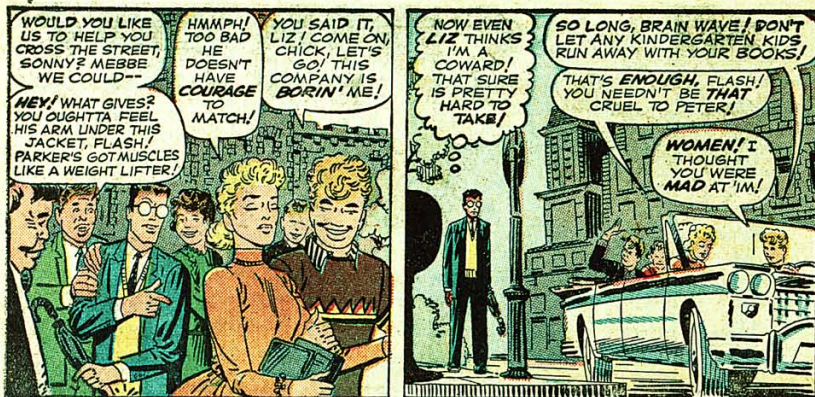
Street and No. _____ R. F. D. _____

Post Office _____ State _____

Print Your Last Name Plainly Here _____

If you are a boy — 12 or older
Grab This Great Opportunity!
SEND THE COUPON NOW
in an envelope or posted on a postcard





THE END



SPIDER'S WEB

Please address
your letters for
THE SPIDER'S WEB
Third Floor
655 Madison Ave.
New York 21, N. Y.

Dear Stan and Steve:

Amazing Spider-Man #2 was again very good. I enjoyed this issue somewhat more than the first issue, probably because there was more action this time. Your two stories, "Duel to the Death with the Vulture," and "The Terrible Tinkerer," were both very good. I wish Spider-Man had gotten due credit for his capture of the Vulture (not to mention the prevention of the conquering of the Earth), and I'm still waiting to see the day when Jameson will swallow his nasty remarks about our hero. The picture of Spider-Man on page 9, panel 6 was one of the best pictures yet of our hero. By the way, thanks for the picture of Spider-Man in the corner of your cover. I'm glad that the Marvel group has received this custom. It adds an extra little touch to the cover. Well, I'll be looking forward to your next issue.

Dave Bibby
40 Hillside Ave.
Verona, N. J.

Thanks, Dave. Glad you like our cover trademark. We've received many nice comments from readers about it, and appreciate them all.

Dear Stan and Steve:

I have just read a terrific new comic that is worthy of reading over and over again. Its name: THE AMAZING SPIDER-MAN, and it is great. No question about it. Well, mebbe just one. In the first half of the book, Spider-Man's secret identity is Peter Parker, but in the second half, his secret identity is Peter Palmer! Which name is right?

Gary Anderson
East Northport, N. Y.

Gary, literally hundreds of puzzled fans have called our attention to that king-sized error! We don't know how it happened, but to set the record straight, SPIDER-MAN's real name is Peter PARKER, and we're gonna do our best to see that it STAYS that way!

Dear Stan and Steve:

Stan, you have struck again. If I thought the first SPIDER-MAN tale was good, I should have waited till the second and third. WOW! and a few more for flavor! The only thing I truly regret is that Steve Ditko's art distorted the Four to the point where it was agony to this dyed-in-the-wool FF fan to see them. SPIDER-MAN he can do well - I honestly can't picture him any other way - but the others... I suggest any more feature appearances be made by S-M (Sub-Mariner's initials?) in other magazines.

Paul Moslender
Editor of Jeddak
1206 31 Ave.
San Mateo, California

You're about to get your wish, Paul! Lately, it seems that SPIDER-MAN is all over the place! He has a brief guest appearance in the great FANTASTIC FOUR ANNUAL, on sale this summer... and he shares top billing with the HUMAN TORCH in the 72-page STRANGE TALES ANNUAL, also out this summer. We couldn't think of any excuse to squeeze him into the MILLIE THE MODEL ANNUAL, but we tried!

Dear Stan and Steve:

WOW! You really did it! Amazing Spider-Man #2 was spectacular! It was colossal! It was even better than your first great issue. You gave us new, new villains, both of whom are good. I think, however, that the Vulture was the best; he was terrific! I think he's even better than Dr. Doom, villain in Fantastic Four. The way the Vulture keeps looping around behind Spider-Man made me wonder if Spider-Man would defeat the Vulture at all! One of the things that makes the Spider-Man more believable and real is the fact that he does make mistakes at times. He wasn't very careful, at times, in his battle with the Vulture, and consequently, the Vulture was able to knock him out and dump him in a water-tower. Another time, Spider-Man was careless, and the Vulture almost sent him plunging to his death! But it's things like this that make the Spider-Man so great! I have some comments to make about the belt that Spider-Man now wears. As long as he uses it to keep web-fluid capsules in, it's all right with me. Just don't start having him keep a whole lot of scientific gadgets and other things in it! If you do, POW! Spider-Man is supposed to depend on his spider-like powers; he doesn't need a lot of other things in his battle against crime. Keep up the good work. Spider-Man is your best super-hero by a long shot!! Why don't you drop the word, 'Amazing' from your title? It doesn't sound quite right.

Larry Brown
506 Handy Drive
Bay City, Michigan

We kept the word AMAZING out of sentiment, because it was part of the title of the magazine which SPIDER-MAN replaced. Also, it seemed to fit Peter Parker to a T! But, as usual, we'll let our fans be the final judge. What do you say, friends? Do we drop the word AMAZING from our title, or does it remain?



Dear Stan and Steve:

At last! Spider-Man has his own mag!!! I love your art, and the plots are terrific. His costume is the most glamorous and colorful in comic history and I think his mag will be the most liked throughout all of North America within six months. Don't get Spider-Man to join the FF though; he's the greatest by himself. He's the only super-hero I know who doesn't have money or live in luxury. I think that you should give him his own headquarters and maybe a Spider-jet with his insignia on it.

Waiting for the next issue,
Bill Schmuck
1140 Rock Street
Victoria, B.C., Canada

We're all for it, Bill, but where is a super hero without any dough gonna get his own Spider-jet?? Last we heard, he was trying to raise the down-payment on a bike!

CONTINUED...

Dear Editor,

I thought *Fantastic Four* was great, but the amazing *Spider-Man* is superb, excellent! Glad to see S. Lee and S. Ditko together on such a great mag. In my opinion *Spider-Man*'s adventures are superb, great fantasy, plots, and artwork. If future issues are as good or better as No. 1, they'll be excellent. About *Amazing Adult Fantasy* (where *SPIDER-MAN* first appeared), what ever happened to it? I thought it was a great mag. The first issue of amazing *Spider-Man* was truly superb. Thanks for a great mag.

Arthur Davis Jr.
2809 Avenham Ave.
Roanoke 14, Virginia

You're more than welcome, Art! As for *AMAZING ADULT FANTASY*, we're glad of this opportunity to explain its demise to all those who've asked about it. Judging by your mail, those who read the mag *LOVED* it... but, judging by our sales, not enough readers *BOUGHT* A.A.F.! So, just for kicks, we decided to create a new super character (*SPIDER-MAN*) and throw away all the rules, making him as original and as different as we could. We planned to present him in the final issue of *AMAZING ADULT FANTASY*, just to satisfy ourselves. But, the rest is history! His surprise appearance jolted readers everywhere, and we were deluged with letters demanding that he be given his own magazine. So there you are... *AMAZING ADULT FANTASY* has now become *AMAZING SPIDER-MAN*, and a new super hero sensation has joined the Marvel galaxy of stars!

Dear Stan and Steve:

I can tell already that the *SPIDER-MAN* letter column will contain fantastic rare letters, claiming that you have the art of Dali, the writing of Shakespeare, and the greatest character since Ellery Queen. Probably you will also print one crank letter, saying, "SPIDER-MAN stinks because he is a real weirdo, so why don't you give him some more powers and a romantic interest, and have him talk to spiders and befriend them, and square him with the law so as he can be a fighter for crime." Even if you won't be as good or as bad as any of the letters you print, there is certainly no denying that you have something going for you. The cover was the best ever used on any magazine you edit, the interior art of Human Torch was especially outstanding, the best treatment he has had since the "good old days," the plots were sound, and the personal touches that make your stories what they are abound. The way *SPIDER-MAN* "flies" by swinging from web to web, may displease the window cleaners who have to clear the webs away, but I hope you keep it, rather than have him jump or catapult himself until he is effectively flying under his own power. The scenes in the second story, on page seven, were especially effective. One gripe, and I will bring this letter to a close. Such quotes as, "My spider instincts sense danger behind me!", "That tangle I feel, my quarry is close," "I can still sense him in the dark!"—all imply some vague power which has no reasonable explanation, and which is unnecessary to the story. Most super-heroes have such unexplained instincts which save the writer the trouble of thinking up a more reasonable and clever way out of plot difficulties, but I just hope you keep *SPIDER-MAN* out of this rut!

Rick Wood
Bellingrath, Southwestern
Memphis 12, Tennessee

Aw, come on now, Rick! WHAT rut? How many OTHER super heroes do you know with spider instincts?

SPECIAL ANNOUNCEMENTS SECTION:

- Forgive us if we sound boastful, but we just can't help it. In the space of only three issues, *SPIDER-MAN* has become a comic magazine sensation! And so, we are proud to announce that, effective with this issue, the *AMAZING SPIDER-MAN* will be published MONTHLY!

- Many readers have written to request that *SPIDER-MAN* join the *FANTASTIC FOUR*, or team up with the *HUMAN TORCH*, or *SUB-MARINER*, or *THOR*, or almost any and every super character in our ever-growing lineup. However, for the time being, we would like to limit him to a few occasional guest appearances with our other heroes (which will be announced, when space permits). Stan and Steve have so many wonderful, unusual ideas for future *SPIDER-MAN* tales, that we don't want to do any thing to interfere with them.

- Due to the unusually large demand for *SPIDER-MAN*, we hear that some fans have been missing issues because their dealers were sold out. May we suggest that you avoid disappointment by asking your dealer to *RESERVE* a copy for you in advance. Okay? Then we'll see you next month!

- Yours till Peter Parker picks a peck of pickled peppers!

LIKE SPIDER-MAN?
THEN YOU'RE SURE
TO FLIP OVER

DON'T MISS IT!

THE STRANGEST SUPER-HEROES OF ALL!

THE
M
E
N

GIVE ME JUST ONE EVENING and I'LL TEACH YOU TO HYPNOTIZE EASILY!



Hypnotize others quickly, safely---perform any known HYPNOTIC FEAT with EASE!
Amaze friends-Exert your Hypnotic Power over others - Be POPULAR and WANTED!

YES, it's true! You can hypnotize anyone so EASILY and quickly you'll be amazed! And it doesn't take special talents or long months of study. The very first day you receive this miracle GUIDE TO HYPNOTISM you'll be able to perform wonders that will astound everyone. It's that SIMPLE... WHEN YOU KNOW HOW.

Imagine the thrill of being able to EXERT your POWER OVER OTHERS. You'll be the center of attraction at parties or work. You'll be able to make others do your bidding... perform and entertain with feats that have baffled millions for years. And you'll do these wonders with EASE! For Hypnotism is no longer a secret miracle of science but a POWER anyone can exert over another... When you know how!

25 MIRACLE LESSONS

For years the knowledge of how to produce hypnotic sleep has been so well guarded that only a few have mastered this art. But now the veil of secrecy has been lifted and the innermost SECRETS and techniques revealed for the first time. The fact is that Hypnotism is a scientific fact that anyone can learn! Once you know these secrets and methods you can bring about this strange and wonderful control that has only been used by doctors, psychiatrists and entertainers in the past. Yes, now this remarkable phenomena will be yours to use for pleasure, self-development and countless other benefits.

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First, you must understand that what another person does with Hypnotism, YOU CAN ALSO DO! There isn't anything anyone has ever done with this art that you cannot do! YOU can make people cry, laugh, shout, stop smoking, recall childhood memories, act like an infant, make water taste like vinegar, get folks to sing, dance... do a 1001 things they would never do when not UNDER YOUR POWER. And the most amazing thing of all is---HOW EASY IT IS TO DO!

SO EASY TO MASTER!

Here at last is the most perfect, complete and easily-learned course on Hypnotism ever written. In three short, simple chapters you learn the hidden secrets of Hypnotism and how to work this scientific miracle. No long, technical, number-jumping exercises.

CHECK HERE HYPNOTIC POWERS YOU WANT!

- ☐ INFLUENCE OTHERS
- ☐ SELF-HYPNOSIS
- ☐ CURE BAD HABITS
- ☐ LOSE WEIGHT
- ☐ STOP SMOKING
- ☐ PERFORM STUNTS, TRICKS
- ☐ DO MIND READING
- ☐ GAIN MAGNETIC PERSONALITY
- ☐ RELIEVE TENSION
- ☐ MAKE MONEY



25 Fact-Packed LESSONS TELL ALL!

Never before has such a Complete and authentic course on Hypnotism been available at such a low price. Doctors and students have PAID hundreds of DOLLARS for personal instruction in Hypnotism, when obtainable knowledge such as this can be yours. THOUSANDS of DOLLARS to the user over the years. Yet, due to printing economies, large press runs, and also by the elimination of correspondence costs, the complete 25-Lesson Guide TO HYPNOTISM is yours for only \$1.98. Yes, only \$1.98 for the COMPLETE COURSE bound in book form. Certainly a tiny investment for so much!

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285 Market Street, Newark, New Jersey

YES, Send me for 30-day HOME TRIAL the complete 25-Lesson GUIDE TO HYPNOTISM.

☐ I enclose \$1.98 - payment in full - which will be refunded to me if I am not 100% delighted.

Name _____

Address _____

City _____ Zone _____ State _____

☐ I agree that I will not use this power for other than proper use.

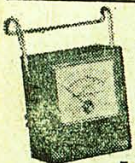
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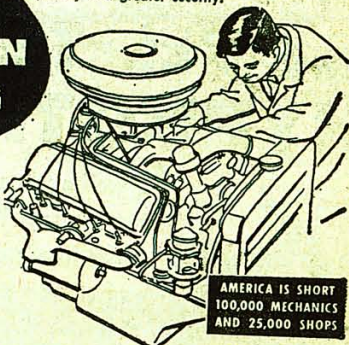
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As part of its practical training program, CTI sends you 30 Job Experience Projects. These exclusive projects make it easy for you to make the transition from lessons to repairs. You learn by practicing, gain skill in the use of tools and test instruments, acquire useful experience that builds your confidence. CTI shop projects do away with — or sharply reduce — lower pay apprenticeship... get you into the top pay bracket more quickly.

Go in Business for Yourself—Be the Boss

The average pay of an auto mechanic compares favorably with the best in all industry. But, if you prefer, you can open a shop—start your own business. It is estimated that America is short 25,000 shops. CTI provides you with the required all-around mechanical training to go on your own. You learn tune-up and overhaul; electric, cooling and lubricating systems; power steering and brakes; automatic transmissions. Even a choice of either Diesel Mechanics or Body & Fender Rebuilding instruction!

Proof of Success Is Progress of Students

"Am now a senior auto mechanic. Made \$800 during training."—Ronald Wharton, Md. "Started a small business in my garage. Now have two part-time helpers."—John Reed, Cal. "Am proud I finished course. Have two job offers."—Barden Vance, Ind. "Am working as a mechanic and earn twice what I used to. Made \$25 a week as I trained."—Jerome Slowik, Ill. "Have three job offers. Made \$120 as a student."—Willie Cooper, Fla.

Many Earn Cash Soon After Starting Course

Many CTI students begin fixing cars after a few lessons. They earn extra money—which helps pay tuition, buys extra equipment. At the same time, these students become more skillful and experienced in the use of tools and testing instruments.

Diesel or Body & Fender Rebuilding Included

Diesel Mechanics or Body and Fender Rebuilding instruction is provided by CTI in addition to the complete course and 30 shop experience projects in Auto Mechanics. No extra charge for this training. Only CTI offers you this generous choice.

This Is How You Get the Complete Story

First get the facts—then decide. Fill out and mail coupon. We'll send valuable free catalog, sample lessons, testimonials, other information. No obligation. Act today! Mail coupon at once.

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Mail me your three booklets: Make Big Money in Auto Mechanics, Lesson Samples, and Proof From Graduates. All are free.

NAME _____ Age _____
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CITY _____ ZONE _____ STATE _____

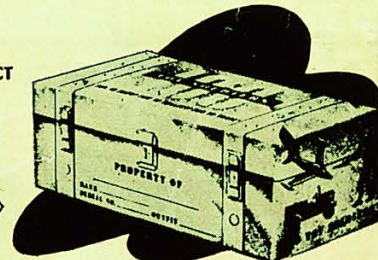


100
Toy Soldiers
\$1.25

PACKED in this FOOTLOCKER
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EACH ON ITS OWN BASE, MEASURING UP TO 4 1/2"!

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- ★ FUN TO COLLECT



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| 4 Jeeps | 8 Waves |
| 4 Battleships | 8 Wacs |
| 4 Cruisers | 4 Bombers |
| 4 Sailors | 4 Trucks |
| 4 Riflemen | 8 Jet Planes |
| 8 Machinegunners | 8 Cannon |
| 8 Sharpshooters | 4 Bazookamen |
| 4 Infantrymen | 4 Marksmen |

100 TOY SOLDIERS, Dept. MT
Carle Place, Long Island, N. Y.

HERE'S MY \$1.25!
Rush the TOY SOLDIERS to ME!

Name _____

Address _____

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BOYS, GIRLS, MEN, WOMEN IF YOU KNOW JUST 20 PEOPLE...



**YOU CAN MAKE AT LEAST \$50⁰⁰-MORE LIKELY
\$100⁰⁰ to \$200⁰⁰ IN YOUR SPARE TIME!**



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Be first in your neighborhood to cash in on this easy way to extra money with the 1963 Wallace Brown Line of Christmas Cards and Gift Items. Mail coupon this minute! You'll get 2 Christmas Card Assortments on approval. And FREE Samples of Name-Imprinted Personal Christmas Cards. Plus FREE full-color catalog showing lots more money-makers, including many Christmas Assortments, Everyday Greeting Card Assortments, Decorated Stationery, Gift Wrappings, Household Items, etc. Everything you need to start making money at once—and we show you how.

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Paste Coupon on postcard or mail in envelope.
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City & Zone _____ State _____

If writing for an organization, give its name. _____